

# ULTIMATE SPIDER-MAN®

ISSUE

63

CARNAGE: PART 4



316-1  
ISANOVE

BENDIS  
BAGLEY  
HANNA

**MARVEL®**



The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

# ULTIMATE SPIDER-MAN

## "CARNAGE"

### PREVIOUSLY

Peter barely escaped a grueling, dramatic and violent encounter with a childhood friend, Eddie Brock, who turned himself into the monstrosity known as VENOM.

Ten years ago, Peter and Eddie's fathers accidentally invented Venom when they were seeking a biological cure for cancer.

Doctor Curt Conners, Eddie's college professor, in an attempt to regrow a missing limb using lizard DNA strands, accidentally turned himself into a lizard creature. Spider-Man saved Conners and in return, Conners offered Peter Parker his trust and friendship.

After being hurt in battle, Peter Parker comes to Conners for medical help. Conners is left with Parker's miracle Spider-Man blood sample.

Conners contacts Peter and they meet. He asks Peter for permission to experiment on his blood sample in the interests of science. The result of that experimentation is now coming to light...

Gwen Stacy, high school student and houseguest of the Parkers, is dead. She was killed outside their Forest Hills home by a mysterious red monster that has also killed several other people throughout New York City.



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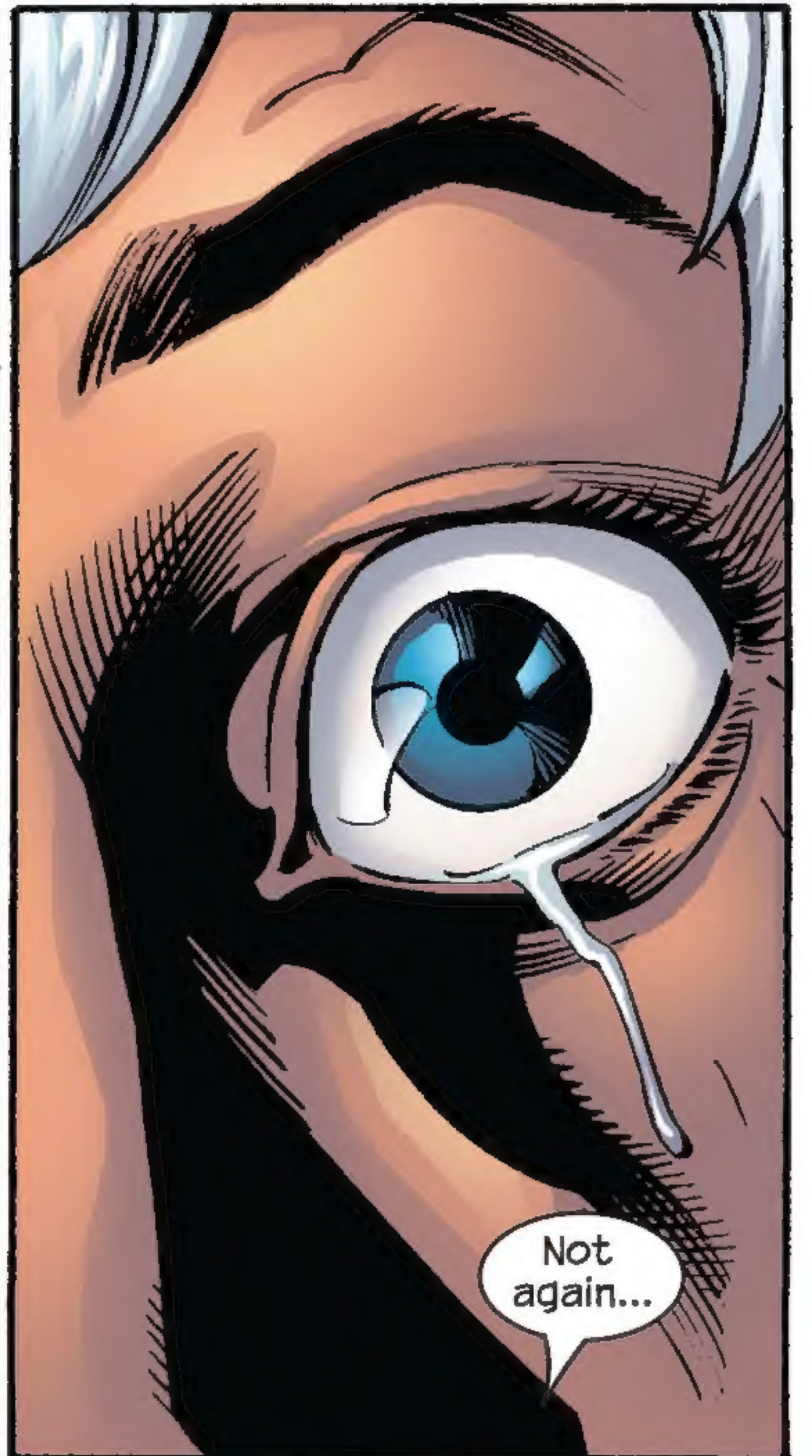
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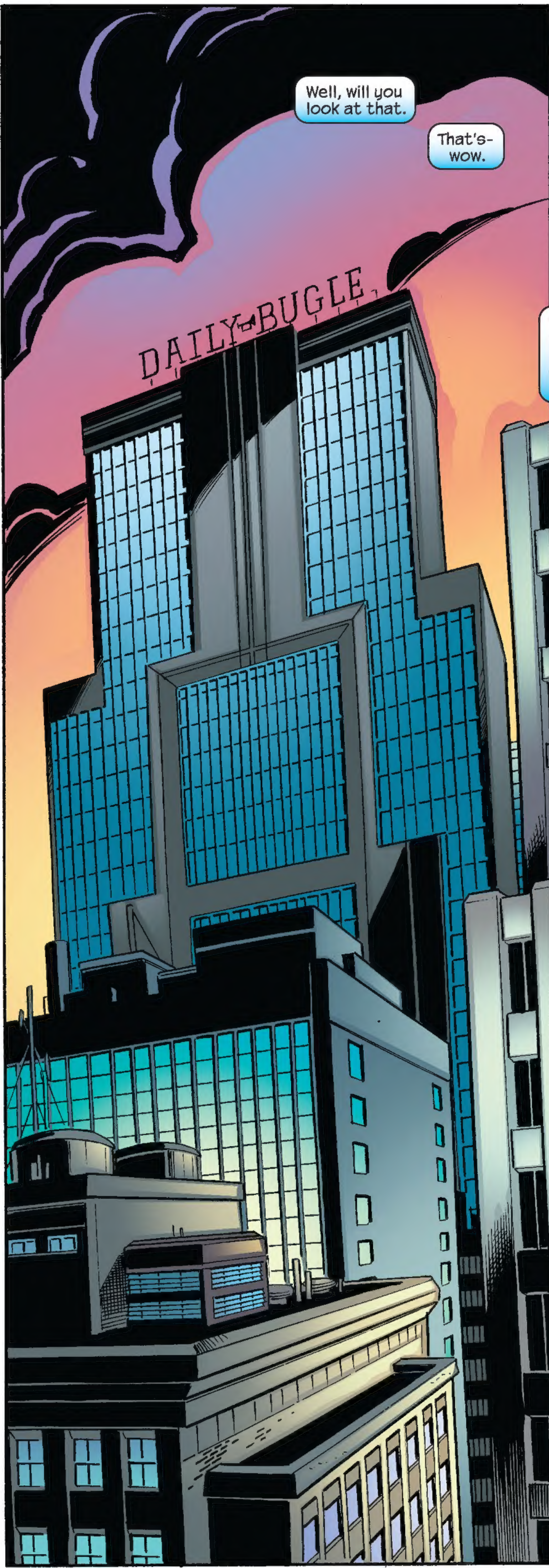












Well, will you look at that.

That's-wow.

This almost looks like an accurate account of how I saved the day and returned the stolen money.

Look at that.



Jameson said he was going to try and see the world in a new light--

--instead of just dumping all over my costumed alter ego's head for any reason he could find--and whadaya know--



Wow, people *can* change.

Who knew?

"Spider-Man" and "hero" in the same sentence. Finally.

This is my new Christmas. What day is it? Today is now officially Spider-Man Christmas.

And because it's Spider-Man Christmas I am going to go to the vending machines and treat myself to a big bag of corn chips, a Snickers bar and some pretzels and a Danish--

(Man, I *gotta* stop skipping lunch...)



Daily Bugle online.

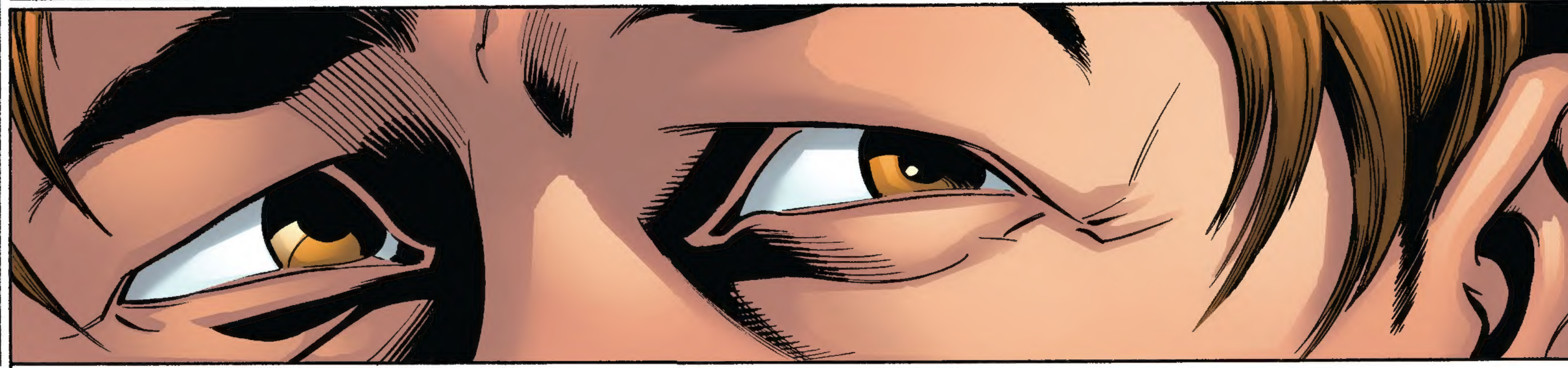
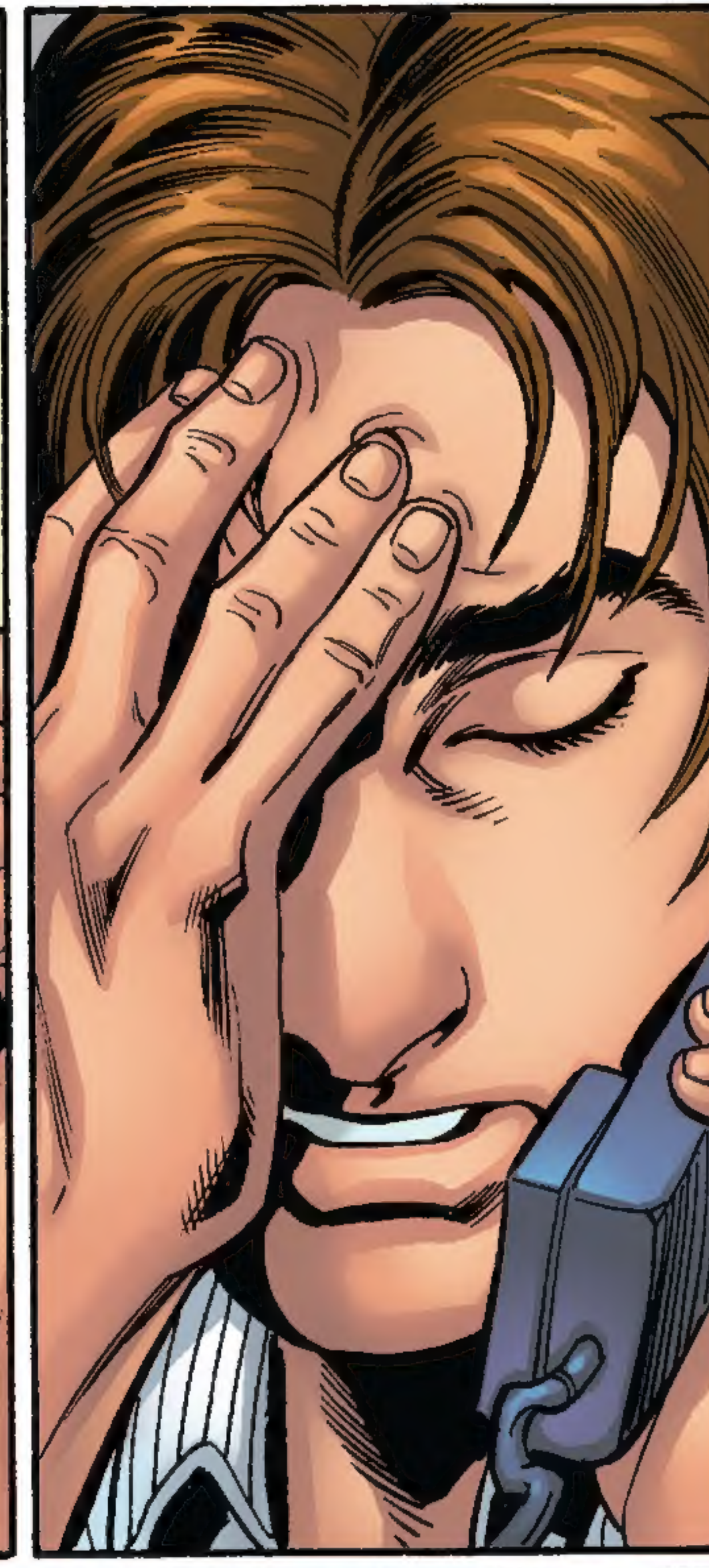
Peter Parker-oh hey, Aunt May. I'm... What is it?



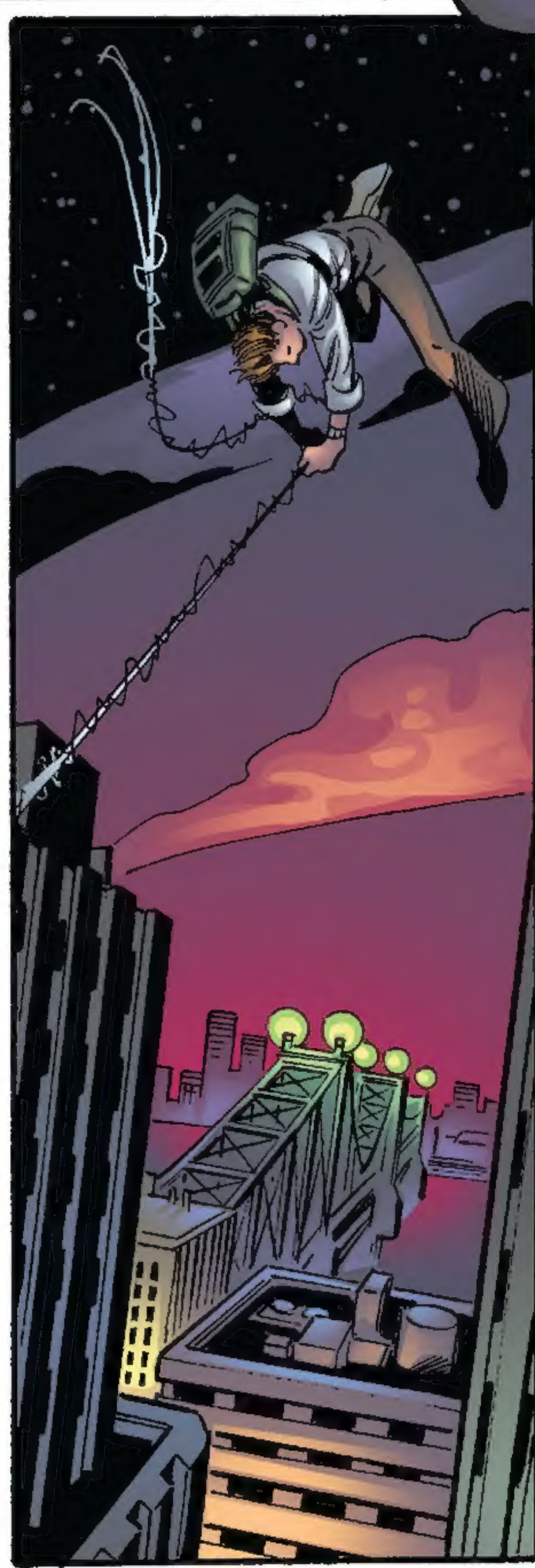
What's wrong?

Are you--?

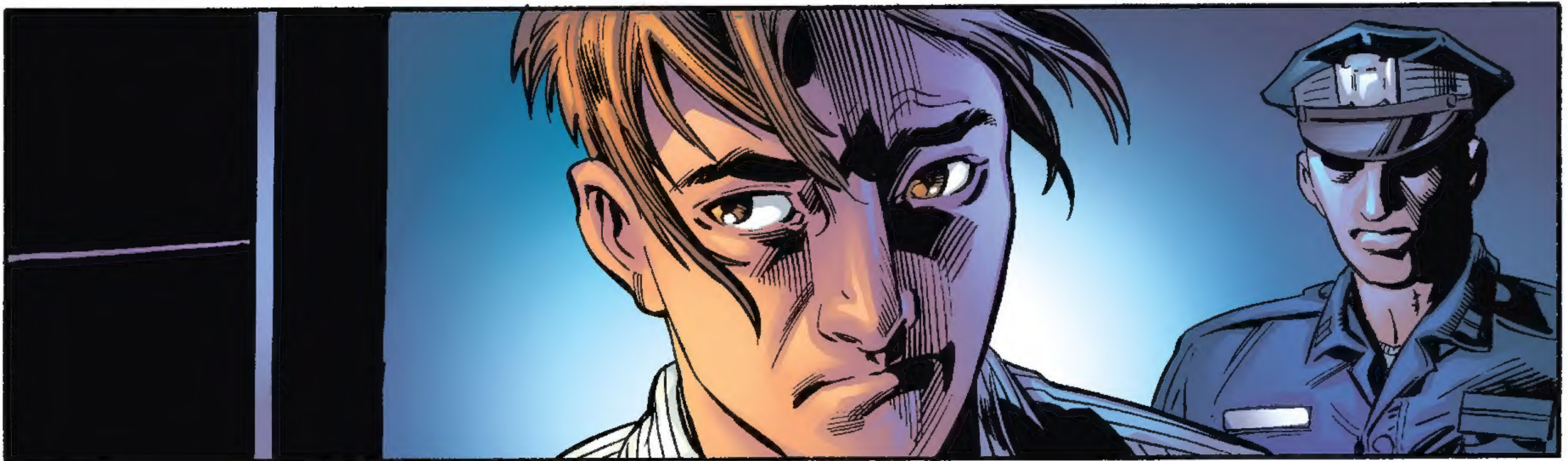
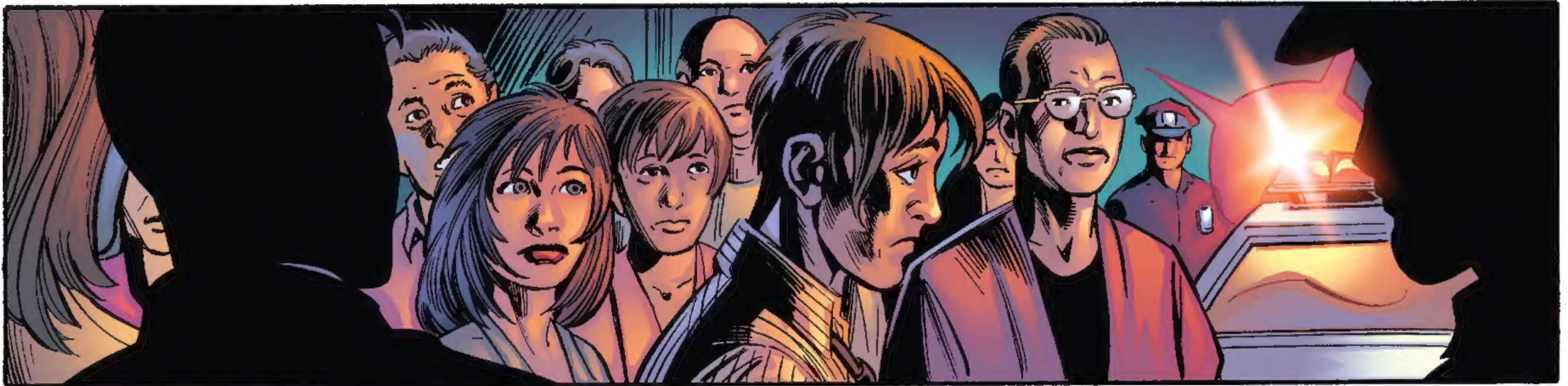
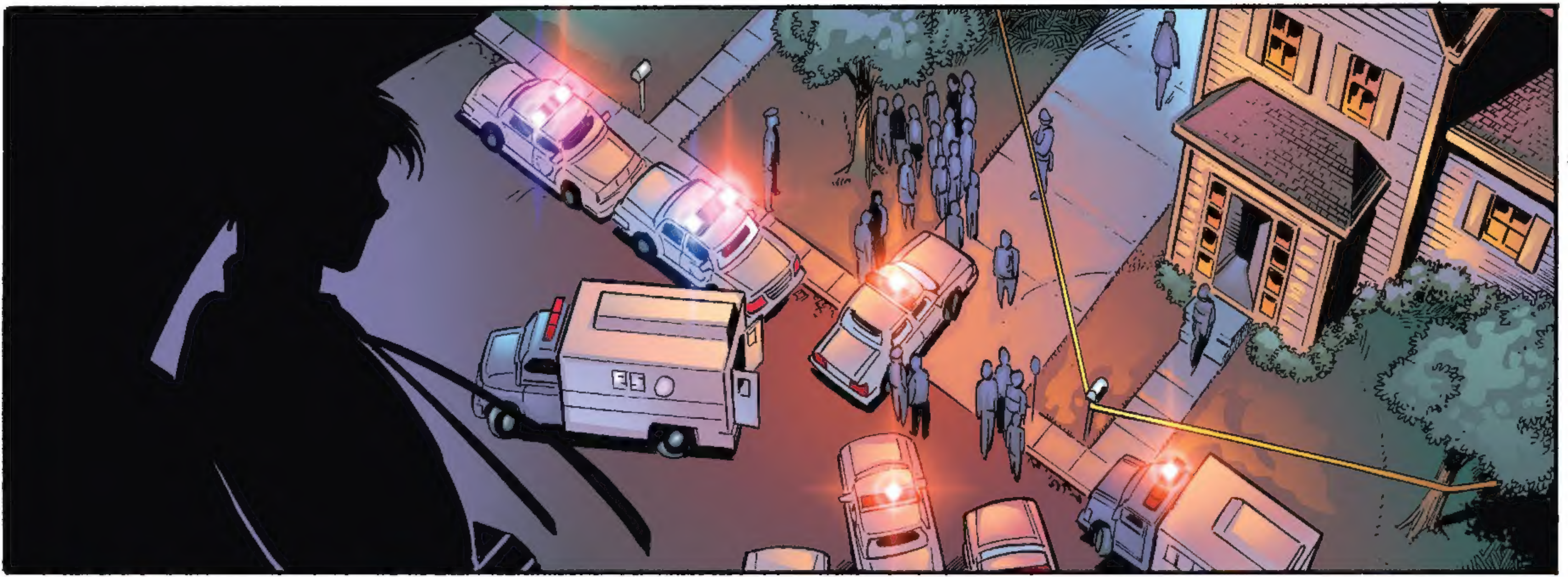
What?



















Oh, Peter!!

Oh, Peter, what has happened??



And you're the nephew?

Yeah, I'm. Uh--

Peter Parker.

Yeah.

And where were you?



He was at work. Like I told--

Ma'am--

I was at work. I work evenings at the *Daily Bugle*.

All the way in the city?

What happened to her?

Your friend has passed away.

I'm sorry to do this but I have to ask you these questions. What was your relationship to her?



Uh, what?

Were you friends? *More* than friends?

Friends. Only.

At school.

About what?

Uh-huh. And when was the last time you spoke to Ms. Stacy?

Did you have a fight?

About anything.

Hey!



Don't do *this*.

Peter didn't do anything to her. *Look* at her. How could he have done *that* to her?

Did you see her *face*?? Did you see it?

Ma'am, we're just trying to get a clear picture--

Well, go get one then.





Hi, I'm Captain Jeanne De Wolfe from Precinct Nine.

Yeah- We met before. At that dinner.

Oh yeah.

What can I do you for, Captain?



I got a call in on your case.

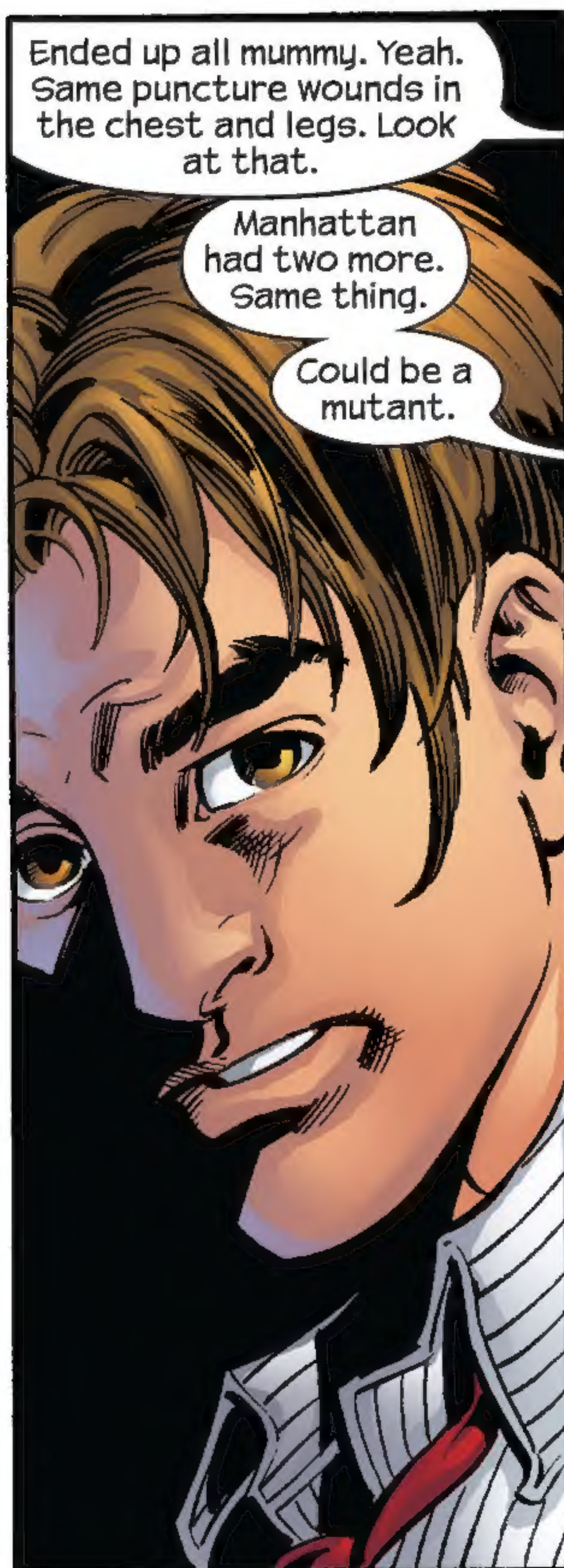
We had another just like it today. Same everything. I wanted to get a peek at yours.

Where was yours?



Empire State University. Same exact thing. Security guard at the labs. I called Disease Control.

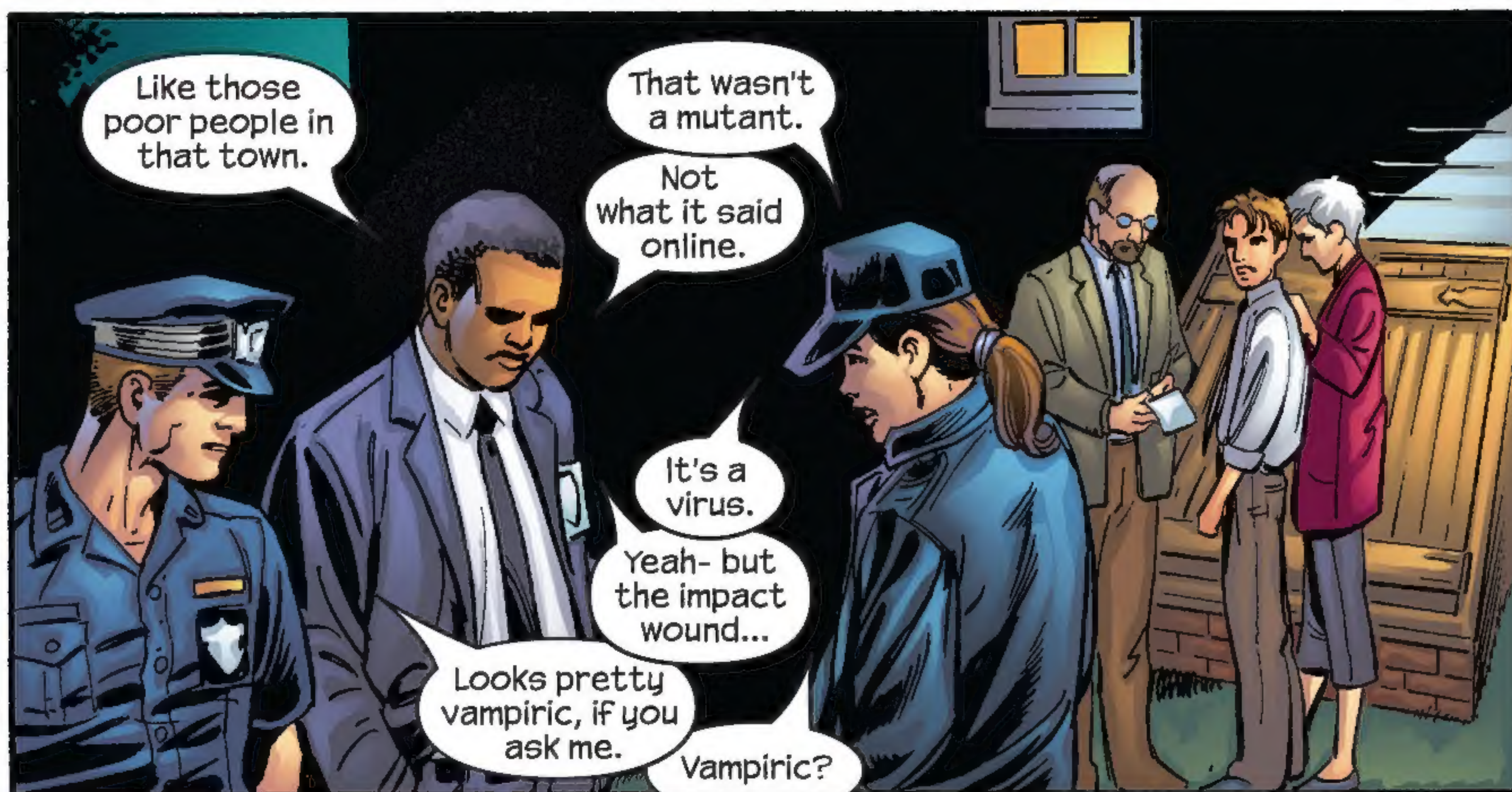
I did too.



Ended up all mummy. Yeah. Same puncture wounds in the chest and legs. Look at that.

Manhattan had two more. Same thing.

Could be a mutant.



Like those poor people in that town.

That wasn't a mutant.

Not what it said online.

It's a virus.

Yeah- but the impact wound...

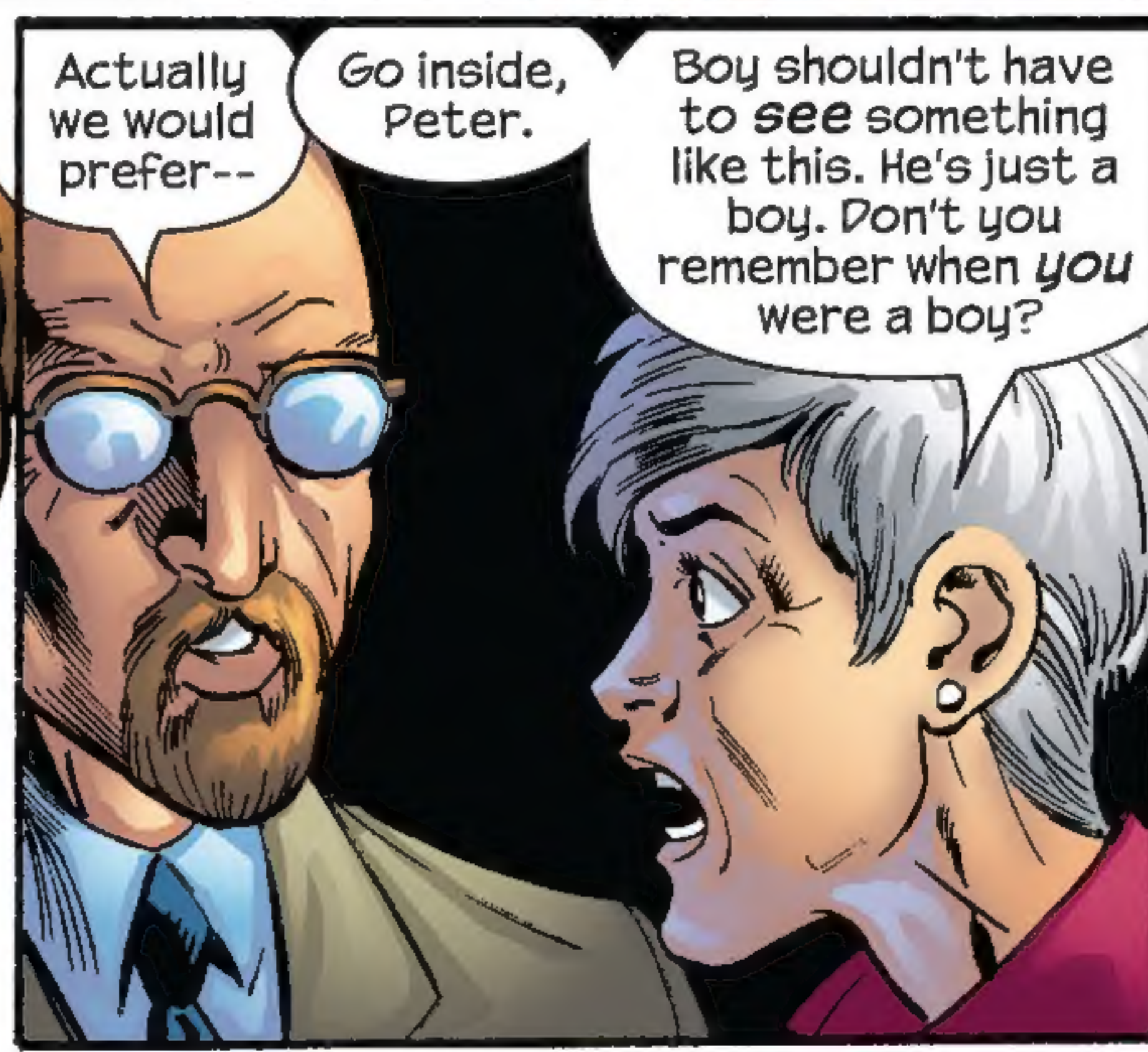
Looks pretty vampiric, if you ask me.

Vampiric?



Uh, can I go inside?

Of course you can, sweetie.



Actually we would prefer--

Go inside, Peter.

Boy shouldn't have to see something like this. He's just a boy. Don't you remember when you were a boy?







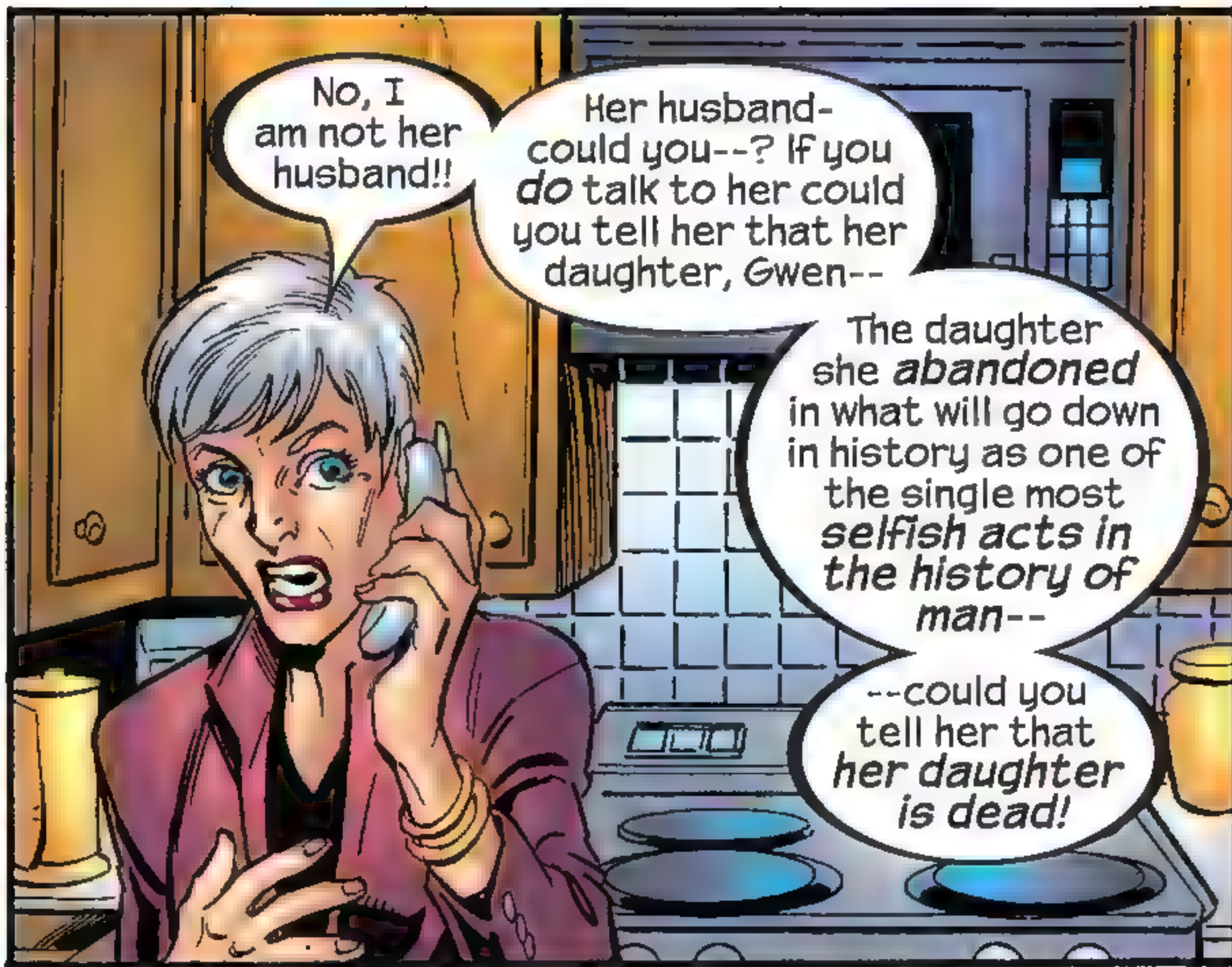


Well, do you know *where* she went?

Well, this is the only number I *had* for her.

No, I did *not* know that. When did she leave?

And you don't know where she went.



No, I am not her husband!!

Her husband-- could you--? If you *do* talk to her could you tell her that her daughter, Gwen--

The daughter she *abandoned* in what will go down in history as one of the single most *selfish* acts in the history of man--

--could you tell her that her daughter *is* dead!



No, I'm not joking!!

What kind of a joke is *that*?

She's dead!

**DEAD!! AS IN DEAD!!!**



**IDIOT!!**



May?

I'm sorry.

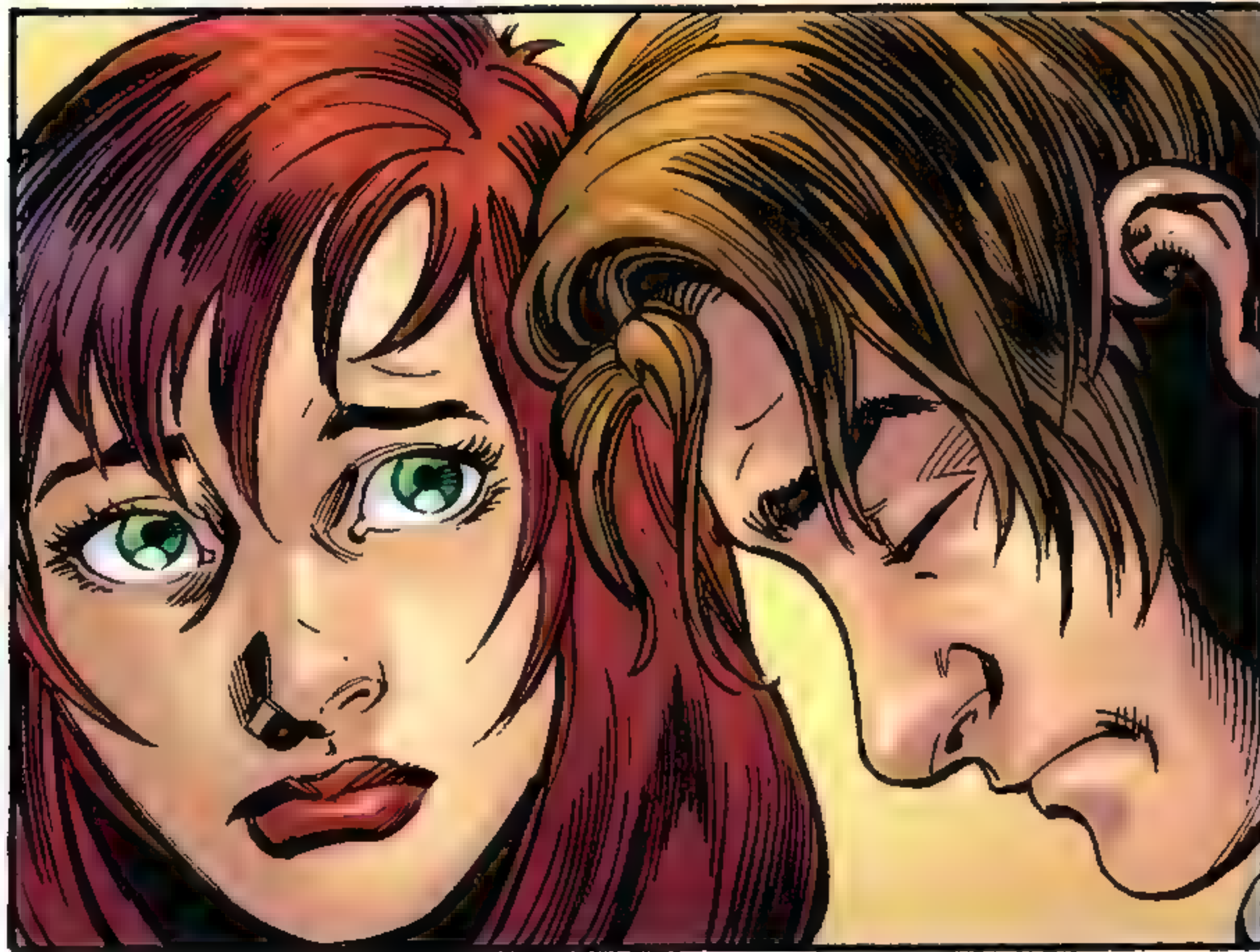


You- you know you two can stay here with MJ and me as long as you--

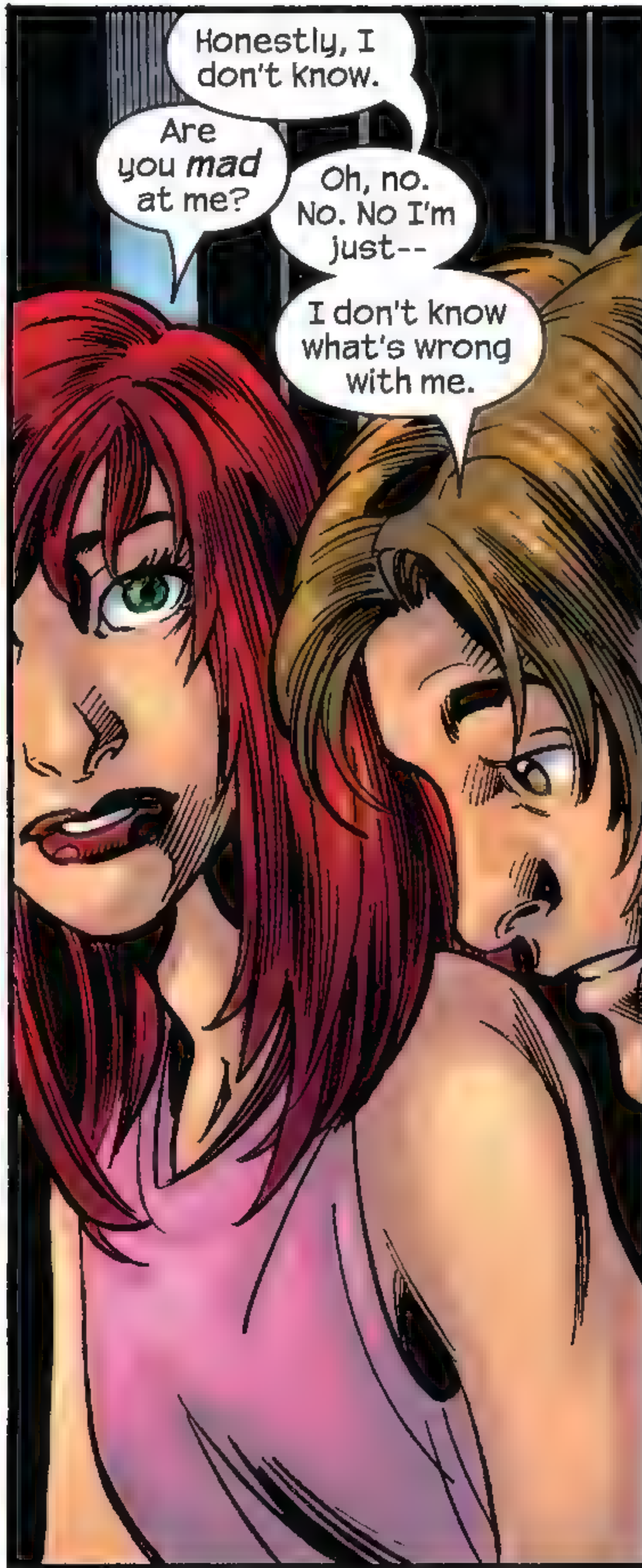
Thanks.

I know it's only across the street, but I figured you don't want to sleep--

Yeah.









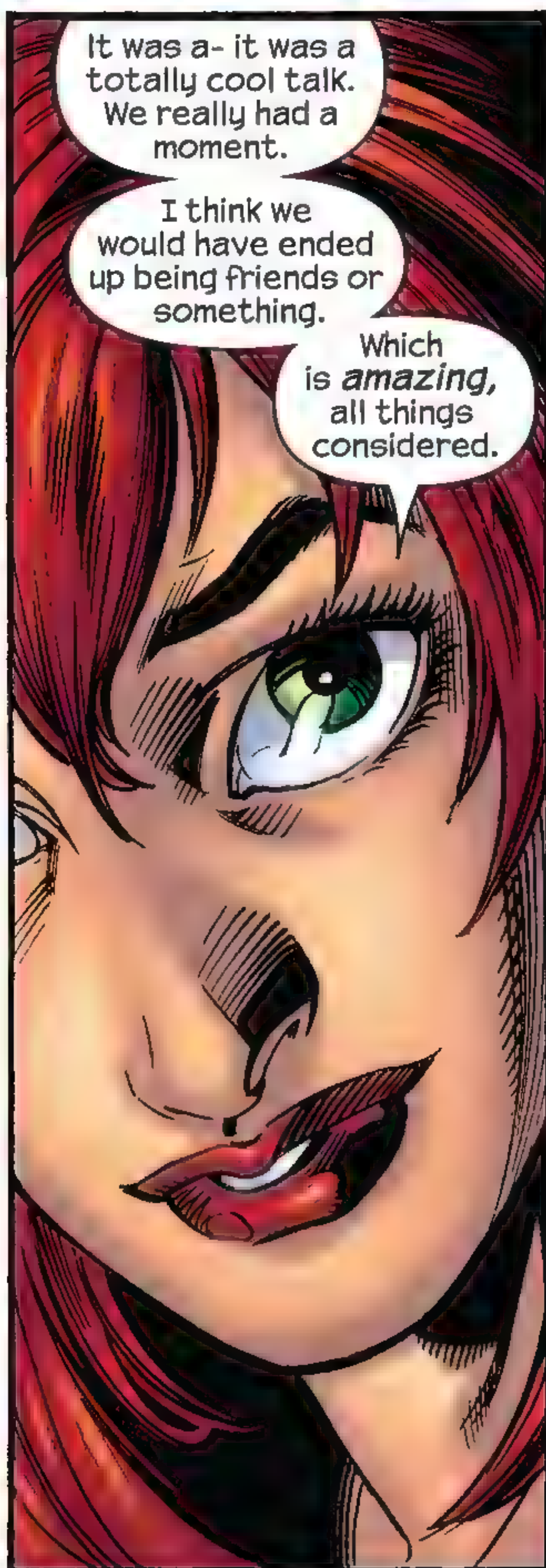


Hey, you know what? I think I was the last person to ever speak to her.

We- I was at the mall, and we bumped into each other.

When?  
Dinner-time.

Wow.



It was a- it was a totally cool talk. We really had a moment.

I think we would have ended up being friends or something.

Which is *amazing*, all things considered.



I don't think I was a good friend to her at all.

You were--

And you--

I mean--

What's the point of all this crap I go through--

--trying to help people...

...if I can't stop--



Peter... it's not your--

I can't stop the people I-ggkk-

...God!!







Ended up all mummy. Yeah.  
Same puncture wounds in the chest and legs. Look at that.

We got a call- Manhattan had two more. Same thing.

Could be a mutant.

PARKER!!  
I WANT PARKER!!

WHERE IS HE!!!??

Vampiric?

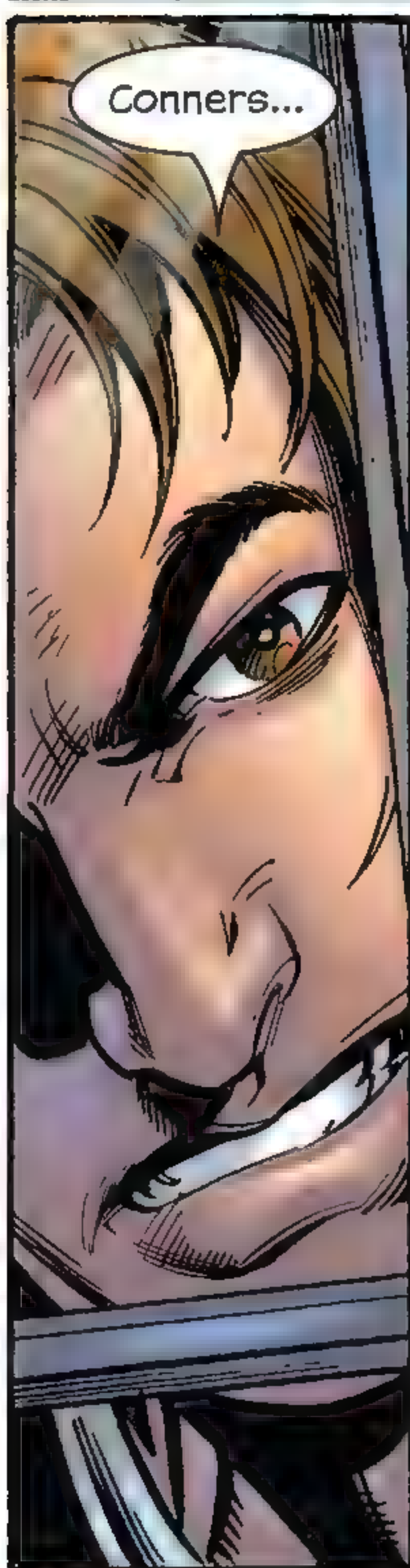
Vampire?

Looks pretty vampiric if you ask me.

Empire State University. Same exact thing.  
Security guard at the labs.

Empire State?













We- we inadvertently created a rejuvenating organism and it disappeared.

A rejuvenating organism? You created an organism?

We- we spliced together some DNA strands for experimentation- just listen--

We did about forty different genetic equations. Just splicing.



Some cut-and-paste experiments.

One- one of the experiments we took your DNA, and- and some of mine to see if my codes would learn from yours--

You see? I was trying to see if your DNA had--

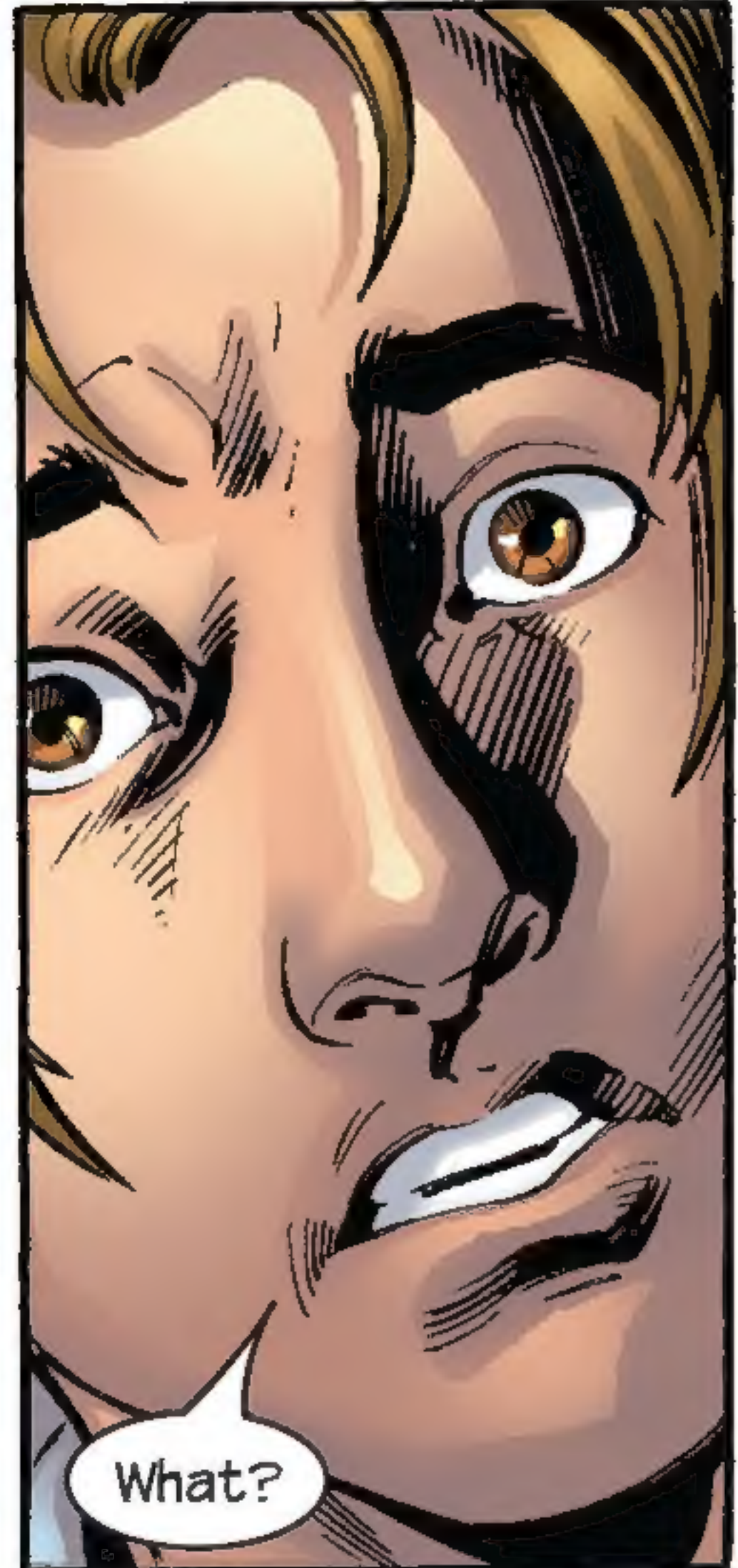


What did *you* do??!!

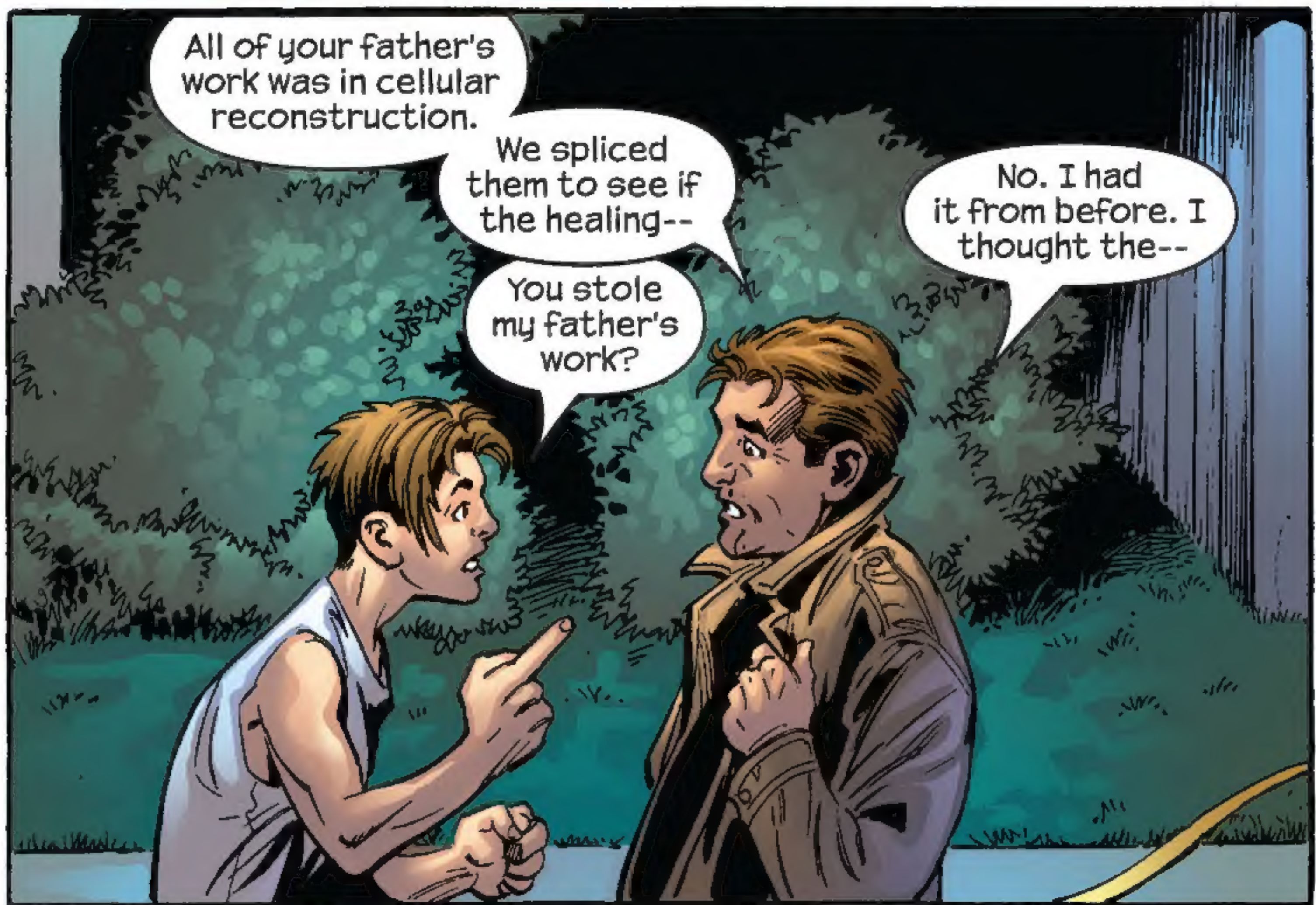


They weren't working!!

So we dug up some of your father's notes and--



What?



All of your father's work was in cellular reconstruction.

We spliced them to see if the healing--

You stole my father's work?

No. I had it from before. I thought the--



SHUT UP!

Just- just shut up...





All that garbage you told me about morals and responsibility.

You go out of your way to ask me for my permission to work on my DNA...

I say yes...

And then you go and do something like *this*?

What is the *matter* with you??



You don't understand, we are *so* close.

The organism started gestating itself. It was- it didn't need a womb. Can you imagine?

It was growing. Self-replicating--



And it escaped!!

And it killed people!!

**IT KILLED GWEN!! IT CAME HERE AND KILLED!!**



I- I was calling to tell you what happened.

I was calling to warn you or- or- or to ask for help- but you didn't answer.

So I came here to make sure you were okay--

I don't understand. Who died? What happened?



You mixed my genetically altered DNA with your genetically altered DNA using my father's stolen work.

To see what would happen.

**RUSSE RUSSE**



That is the most disgusting thing I could ever imagine...

**RUSSE RUSSE**



**RUSSE RUSSE**





To be  
continued...





**SON OF**

**ULTRAMAN**